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March 31, 2006

RECORDATION NO. 26278 FILED

MAR 31 '06

4-00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 6, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	RailTex, Inc. 5300 Broken Sound Blvd NW Boca Raton, Florida 33487

Mr. Vernon A. Williams
March 31, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

39 railcars with AGRR, CORP, DGNO, GSWR, ISRR, KRR, MNA, MS, NECR, SCRF, SDIV and VCRR reporting marks as more particularly set forth in the equipment schedule attached to the document.

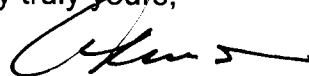
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 1st day of March, 2006, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and RailTex, Inc., a Texas corporation, having its principal place of business at 5300 Broken Sound Boulevard., NW, Boca Raton, Florida 33487 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated as of December 28, 2000 (the "Master Lease"), and Deal #R00959 dated effective as of March 1, 2006 (the "Schedule"), whereby Lessor leases to Lessee thirty-nine (39) locomotives bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

RAILTEX, INC.

By: Larry W Bush

Printed Name: Larry W Bush

Title: VP & Treasurer

Date: March 6, 2006

STATE OF FLORIDA,

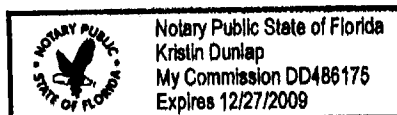
COUNTY OF PALM BEACH, ss:

The foregoing instrument was acknowledged before me this 6th day of March, 2006, by LARRY BUSH, the VP & TREASURER of RailTex, Inc., a Texas corporation, on behalf of the corporation.

Kristin Dunlap
Notary Public

PERSONALLY KNOWN: JK

PRODUCED I.D.: —



LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: March, 2006

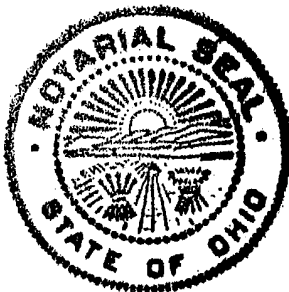
STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 9th day of March, 2006, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010



**EXHIBIT A
DESCRIPTION OF UNITS**

	New Mark	New Number	Prior Mark	Prior Number	EMD Model
1	CORP	3819	CORP	3819	GP 38-2
2	DGNO	3833	DGNO	3833	GP 38-2
3	GSWR	1237	GSWR	1237	SW 1200
4	GSWR	3813	GSWR	3813	GP 38
5	GSWR	4167	GSWR	4167	Slug
6	ISRR	4037	ISRR	4037	GP 40-1-CU
7	ISRR	4042	ISRR	4042	GP 40-1-CU
8	MNA	751	MNA	751	SW 1200
9	MNA	4012	MNA	4012	GP 40-1-CU
10	MNA	4013	MNA	4013	GP 40-1-CU
11	MNA	4014	MNA	4014	GP 40-1-CU
12	MNA	4015	MNA	4015	GP 40-1-CU
13	MNA	4045	MNA	4045	GP 40-1-CU
14	MS	73	MS	73	SW 1200
15	NECR	5032	NECR	5032	SD 40
16	KRR	3846	RMPX	1	GP 38-2
17	KRR	3871	RMPX	2	GP 38-2
18	DGNO	2482	RMPX	2482	SW 1500
19	CORP	2525	RMPX	2525	SW 1500
20	MNA	1528	RMPX	2602	SW 1500
21	MNA	1529	RMPX	2680	SW 1500
22	SDIV	2687	RMPX	2687	SW 1500
23	SCRF	6412	RMPX	6412	GP 40-2
24	SCRF	6415	RMPX	6415	GP 40-2
25	AGRR	9420	RMPX	9420	GP 40-2
26	NECR	9426	RMPX	9426	GP 40-2
27	NECR	9431	RMPX	9431	GP 40-2
28	ISRR	9441	RMPX	9441	GP 40-2
29	MNA	9443	RMPX	9443	GP 40-2
30	NECR	9457	RMPX	9457	GP 40-2
31	SDIV	9464	RMPX	9464	GP 40-2
32	SCRF	9490	RMPX	9490	GP 40-2
33	ISRR	9514	RMPX	9514	GP 40-2
34	SDIV	9520	RMPX	9520	GP 40-2
35	AGRR	9610	RMPX	9610	GP 40-2
36	AGRR	9645	RMPX	9645	GP 40-2
37	KRR	9661	RMPX	9661	GP 40-2
38	SCRF	8	SCRF	8	SW 1200
39	VCRR	100	VCRR	100	GP 7

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/31/06



Robert W. Alvord